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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB Number:	3235-0076							
Expires:								
Estimated averag	je burden							
hours per respons								

SEC US	E ONLY
Pralix	Serial
	[
DATE RE	CEIVED
<i>≯</i> ∆	1

Name of Offering (check if this is an amendment and name has changed, and indicate change.) convertible debt offering	SEC WAR RECEIVED
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	SEP 0 4 2007
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	186 COM
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Diligent Partners, LLC	1,00 8
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
115 Horseneck Road, Montville N 07045	973-808-4440
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
holding company for financial services industry investments	
Description (south Description)	please specify): PROCESSE
Actual or Estimated Date of Incorporation or Organization: O12 O13 Actual Esti Durisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS	I - 3

Federal-

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address,

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part F, and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION:

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A, BASIC IDE	NTIFICATION DATA		
Enter the information req Each promoter of the		owing: uer has been organized w	ithin the past five years:	ordinind killing in it of the s	<u>. Sandan kan da </u>
Each beneficial own Each executive office	er having the powe eer and director of	r to vote or dispose, or dir	•	•	a class of equity securities of the issue partnership issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Daniels, Sharon Kay (LLC		 			
Business or Residence Addres clo Diligent Partners, LLC			•		
Check Box(es) that Apply:	Promoter	Reneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Borg, Kiri (LLC Manager)	individual)		A		
Business or Residence Address		•			
c/o Diligent Partners, LLC;					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Henry, Brian Peter (LLC N	•	—·			
Business or Residence Addres					<u> </u>
c/o Diligent Partners, LLC	115 Horseneck	Road, Montville NJ 0	7045		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	 General and/or Managing Partner
Full Name (Last name first, if	individual)				
Sodi, Alessandro (LLC Ma					
Business or Residence Addres c/o Diligent Partners, LLC		*	·		
Check Box(es) that Apply.	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, il Daniels, Marc Laurence (
Rusiness or Residence Addres c/o Diligent Partners, LLC					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)	<u> </u>	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	`individual)				
Business or Residence Address	s (Number and	Street, City, State. Zip Co	ode)		
	(Use blan	nk sheet, or conv and use	additional copics of this s	heet, as necessary)

				B. IN	FORMATI	ON ABOU	OFFERI	₹ G				
i. Has the	issuer sold,	or does the	e issuer in	tend to sel	l. to non-ac	eredited in	vestors in	this offeri	ne''		Yes	No ⊠
,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	13.744	(ii dabb (iii			Appendix,						<u>-1</u>	<u> </u>
2. What is	the minim	ım investm	ent that wi	ill be accep	oted from a	ny individ	ual?				s_10,0	00.00
	e offering p										Y cs	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name (Ino commis			vidual)									
Business or		·········	umber and	Street, Ci	ty. State, Z	ip Code)						
Name of As	sociated Bro	oker or Dea	ler									
realite of 713		oron (iii Ezeu		<u>.</u>								
States in W								•				
(Check	"All States"	or check i	individual	States)	••••••	*************		******************		*************	[] All	States
AL II, MT RI	AK IN NE SC	IA NV SD	AR) KS) NH) TN)	CA KY NJ TX	CO LA NM UT	ME MY VT	DE MD NC VA	MA MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Full Name (Last name 1	irst, if indi	vidual)									
Business o	r Residence	Address (N	lumber an	d Street, C	ity, State, 2	Zip Code)				<u>, , , , , , , , , , , , , , , , , , , </u>		
Name of As	sociated Br	oker or Dea	aler									· · · · · · · · · · · · · · · · · · ·
States in W	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers				<u></u>		
(Check	"All States	" or check	individual	States)	**************			*****		**************	☐ AI	l States
AL IL MT R1	AK IN NE SC	AZ IA NV SD	KS NH TN	CA KY NI TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	HD MO PA PR
Full Name	(Last name)	first, if indi	vidual)	·····						· - · · · ·		
Business o	r Residence	Address (N	Number an	d Street, C	City, State,	Zip Code)	·······			····	·	
Name of As	sociated Br	oker or Dea	aler				 _			 	<u></u>	· · · · · · · · · · · · · · · · · · ·
States in W	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers			······································			
(Check	"All States	or check	individual	States)		•••••••••••••••••••••••••••••••••••••••					□ Al	l States
AL II. MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ 0.00	\$ 0.00
		s 0.00	\$ 0.00
	Common Preferred	5.000.000.00	777,000.00
	Convertible Securities (including warrants)	\$ 0.00	s 0.00
	Partnership Interests	\$ 0.00 \$ 0.00	\$ 0.00
	Other (Specify)	5.000.000.00	\$ 777,000.00
	Total	\$_3,000,000.00	\$_777,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases § 777,000.00
	Accredited Investors		· · · · · · · · · · · · · · · · · · ·
	Non-accredited Investors		\$ <u>0.00</u>
	Total (for filings under Rule 504 only)		\$ <u>_</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	s e	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A	·	s
	Rule 504	·	\$
	Total	·	\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	·	
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$_1,000.00
	Accounting Fees		\$ 20,000.00
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$ 21,000.00

٠.	C. OFFERING PRICE, NUMBE	ER OF INVESTORS	EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — Qu proceeds to the issuer."	uestion 4.a. This dit	ference is the "adjusted gross		\$4,979,000.00
ί,	Indicate below the amount of the adjusted gross proceed of the purposes shown. If the amount for any period the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C	purpose is not kno he payments listed r	wn, furnish an estimate and oust equal the adjusted gross		
				Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	*******************************		3, \$_1,375,000. (5 458,000.00
	Purchase of real estate	******************************		\$_0.00	\$ 0.00
	Purchase, rental or leasing and installation of machinand equipment	inery			ZI\$ 261,000.00
	Construction or leasing of plant buildings and facilit				\$ 0.00
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger)	s or securities of an	other	 _{7 \$} 0.00	\$_0.00
	Repayment of indebtedness			-	\$ 0.00
	Working capital				\$ 2,885,000.00
	Other (specify):		[\$ 0.00	\$ 0.00
			······(\$_0.00	\$
	Column Totals	***************************************		7 \$ 1,375,000.0	\$ 3,604,000.00
	Total Payments Listed (column totals added)			Z \$_4,9	979,000.00
: : :		D. FEDERAL SI	GNATURE		
giz	e issuer has duly caused this notice to be signed by the un nature constitutes an undertaking by the issuer to furni- information furnished by the issuer to any non-accret	ish to the U.S. Secu	rities and Exchange Commis	sion, upon writter	te 505, the following n request of its staff,
SS	uer (Print or Type)	Signature /		Date /	
Di	ligent Partners, LLC	Theron	(aniels	8/29 ,2	2007
Vε	me of Signer (Print or Type)	Title of Signer (Pri	<u> </u>		
h	aron Kay Daniels	Manager			

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated average burden							
hours per respons	sə 16.00						

0501	IOT ONLY
	ISE ONLY
Prefix	Serial
DATE	RECEIVED
1	1

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
convertible debt offering	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(Type of Filing: New Filing Amendment	6) ULOF RECEIVED
A. BASIC IDENTIFICATION DATA	(CEC 0 4)
1. Enter the information requested about the issuer	3E1 0 4 2007
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Diligent Partners, LLC	186
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
115 Horseneck Road, Montville N 07045	973-808-4440
Address of Principal Business Operations (Number and Street, City, State, Zip Code (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	.l
holding company for financial services industry investments	
Type of Business Organization	
corporation limited partnership, already formed other	(please specify):
	bility company
Month Year Actual or Estimated Date of Incorporation or Organization: 0 2 0 3 Actual Es Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for St	timated
CN for Canada; FN for other foreign jurisdiction)	DE
GENERAL INSTRUCTIONS	
n.))	•

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be tiled in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

– Attention -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A, BASIC ID	ENTIFICATION DATA		
Enter the information rec	uested for the fol	and the second second second second	teredirine trokomonen et lättine dystänyitt <u>en utvedettien t</u>		ermen er som er skillet for det film stagt fill film for film flynd for eit film eller film film film film fil Til en skillet film film film film film film film film
Each promoter of th	e issuer, if the iss	uer has been organized v	vithin the past five years:		
•		_	, -	of 10% or more of	a class of equity securities of the iss
		•	corporate general and mar		• •
			corporate general and mai	raging partners or	parmerandi issuera, and
• Each general and in	anaging partner o	f partnership issuers.			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ult Name (Last name first, if Daniels, Sharon Kay (LLC	•				
usiness or Residence Address/o Diligent Partners, LLC			•		
heck Box(es) that Apply:	Promoter	Reneficial Owner	Executive Officer	Director	General and/or Munuging Pariner
ull Name (Last name first, if	individual)	_ - - - - - - - - - - - - -			
Borg, Kiri (LLC Manager)					
usiness or Residence Addres	•	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
o Diligent Partners, LLC;	115 Horseneck	Road, Montville NJ ()7045		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, it Henry, Brian Peter (LLC I	•				·
usiness or Residence Addres	s (Number and	Street, City, State, Zip C	(nde)		· · · · · · · · · · · · · · · · · · ·
o Diligent Partners, LLC	; 115 Horsenec	k Road, Montville NJ	07045		
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
'uli Name (Last name first, i	'individual)				
iodi, Alessandro (LLC Ma	inager)				
Business or Residence Addre	s (Number and	• • • • • • • • • • • • • • • • • • • •	•		
Jo Diligent Partners, LLC	C; 115 Horsened	k Road, Montville NJ	07045		
Theck Box(es) that Apply.	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, i Daniels, Marc Laurence (•				
Business or Residence Addre					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first. i	f individual)	· · · · · · · · · · · · · · · · · · ·	,		
dusiness or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first, i	findividual)	<u> </u>			· · · · · · · · · · · · · · · · · · ·
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	'ode)	·	
	(Use bla	nk sheet, or copy and use	e additional copies of this :	sheet, as necessary	n)

					B. IN	FORMATI	ON ABOU	OFFERIN	(G ,				
i. Ha	as the is	ssuer sold,	or does th			l, to non-ac						Yes	No ™
2. W	hat is t	he minimu	ım investm	ent that wi	ll be accep	oted from a	ny individi	ual?				s_10,000.00	
			ermit joint on requests									Yes ₩	No
co If or	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
		ast name fi ions paya	irst, if indi	viđual)									
			Address (N	umber and	Street, Ci	ıy, State, Z	ip Code)						
	<u>-</u>						-						
Name	of Asso	ociated Bro	oker or Dea	oler									
States	in Whi	ch Person	Listed Has	Solicited	or Intends	to Solicit I	urchasers						<u></u>
(0	Check "	All States	" or check	individual	States)		•••••						l States
	AL) MT	AK IN NE SC	IA NV SD	KS KS NH CN	CA KY NI TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Full N	laine (L	ast name t	first, if indi	ividual)						- -			
Busino	ess or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)			· · · · · · · · · · · · · · · · · · ·		······	
Name	of Asse	ociated Br	oker or De	aler		••							
States	in Whi	ch Person	Listed Has	Solicited	or Intends	to Solicit 1	Purchasers				 		
((Check "	'All States	" or check	individual	States)		*********			************	***************************************	□ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MÖ PA PR
Full N	Vamc (L	ast name	first, if ind	ividual)									
Busin	ess or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)	· · <u>· · · · · · · · · · · · · · · · · </u>					
Name	of Ass	ociated Br	oker or De	afer			· · · · · · · · · · · · · · · · · · ·				• • • • • • • • • • • • • • • • • • • •		<u> </u>
States	in Wh	ich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers		,		·		
			or check									☐ Al	I States
	AL II. MT	AK IN NE SC	AZ IA NV SD	AR KS NAI	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL M1 OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	§ 0.00	\$ 0.00
	Equity	\$ 0.00	\$ 0.00
	Common Preferred		777,000.00
	Convertible Securities (including warrants)		s
	Partnership Interests		s_0.00
	Other (Specify)	\$_0.00	\$_0.00
	Total	\$ 5,000,000.00	<u>\$_777,000.00</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors		\$ 777,000.00
	Non-accredited Investors		\$_0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Town of Official	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	Z	\$_1,000.00
	Accounting Fees	7	\$ 20,000.00
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	<u> </u>	S
	Total		c 21,000.00

	C OFFERING PRICE, NUMBE	R OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
<u></u>	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — Qu proceeds to the issuer."	uestion 4.a. This difference is the "adjusted gross	<u>eritarios (n. 19</u> 16).	4,979,000.00 \$
5.	Indicate below the amount of the adjusted gross proceed of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C	purpose is not known, furnish an estimate and be payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$ 1,375,000.(2 \$ 458,000.00
	Purchase of real estate		\$ 0.00	\$ <u></u>
	Purchase, rental or leasing and installation of machi and equipment			Z \$ 261,000.00
	Construction or leasing of plant buildings and facili] <u>\$ 0.00</u>	s 0.00
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger)	or securities of another	0.00 ۽ ڄ	\$_0.00
	Repayment of indebtedness			S_0.00_
	Working capital	4		\$ 2,885,000.0
	Other (specify):		\$ 0.00	0.00
		·····.[\$	\$
	Column Totals			
	Total Payments Listed (column totals added)	⊘ \$ 4,979,000.00		
13		D. FEDERAL SIGNATURE		
Si	e issuer has duly caused this notice to be signed by the u nature constitutes an undertaking by the issuer to furni information furnished by the issuer to any non-accre	ndersigned duly authorized person. If this notice ish to the U.S. Securities and Exchange Commis	is filed under Ru sion, upon writte	le 505, the following n request of its staff,
ls:	uer (Print or Type)	Signature	Date /	
	ligent Partners, LLC	James aniels	- /-	2007
	, and the second	Title of Signer (Print or Type)		
Sh	aron Kay Daniels	Manager		

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)